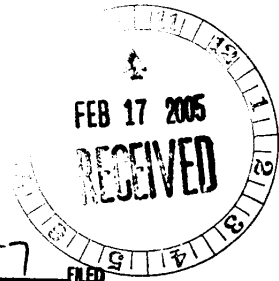




The David J. Joseph Company



February 15, 2005

RECORDATION NO. 25457 FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

FEB 17 '05 11-13 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of December 16, 2004 between the following parties:

Lessee:	Railtex, Inc. 5300 Broken Sound Blvd., NW Boca Raton, FL 33487
Lessor:	The David J. Joseph Company 300 Pike Street Cincinnati, OH 45202

Please see Exhibit A for the equipment, (30) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated as of December 16, 2004 related to thirty (30) railcars bearing reporting marks: TKEN 3 - 50, sporadic; TKEN 232, 234, 235, 236, 238; TKEN 60911, 60916.

Please file this agreement as a primary document. The amount of \$32.00 is included on the enclosed check No. 568378 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

Rail Equipment Group

300 Pike Street
Cincinnati, OH 45202-4214
Phone (513) 419-6200
Fax (513) 419-6221

RECORDATION NO. 25457 FILED

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT **FEB 17 05 11-13 AM**

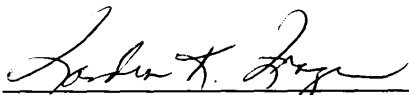
This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** (the "Lease") entered into this 16th day of December, 2004, is intended to evidence the lease dated as of December 16, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **RAILTEX, INC.**, a Texas corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the thirty (30) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

RAILTEX, INC.

By: 

By: 

Name: Paul G. Jantsch

Name: Sandra K. Franzen

Title: Executive Vice President

Title: VP. Contracts

Date: December 16, 2004

Date: 12-21-04

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 16th day of December, 2004,
by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company, a Delaware
corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF FLORIDA)
) SS:
COUNTY OF PAUM BEACH)

The foregoing instrument was acknowledged before me this 21st day of
December, 2004, by SANDRA K. FRANGER, the
Vice President of Railtex, Inc., a Texas corporation, on behalf of the corporation.

Kristin Dunlap
Notary Public

My Commission expires:

12.27.05

PERSONALLY KNOWN: X
PRODUCED I.D.:


 Kristin Dunlap
My Commission DD067657
Expires December 27, 2005

EXHIBIT A

To the Memorandum of Lease dated December 16, 2004, between The David J. Joseph Company and Railtex, Inc.

DESCRIPTION OF UNITS

Thirty (30) railcars bearing reporting marks:

TKEN	3
TKEN	5
TKEN	11
TKEN	12
TKEN	14
TKEN	18
TKEN	20
TKEN	22
TKEN	27
TKEN	30
TKEN	33
TKEN	35
TKEN	39
TKEN	40
TKEN	46
TKEN	47
TKEN	48
TKEN	50
TKEN	232
TKEN	235
TKEN	236
TKEN	238
TKEN	6
TKEN	21
TKEN	25
TKEN	29
TKEN	36
TKEN	234
TKEN	60911
TKEN	60916